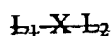


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II. AMENDMENTS TO THE CLAIMS

This listing of the claims will replace all prior versions, and listings, of claims in the application.

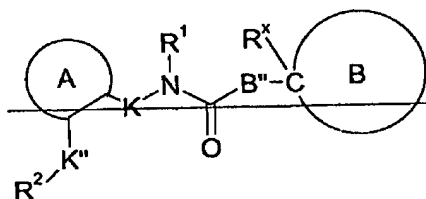
1. (Currently Amended) A compound of Formula (I) the formula:



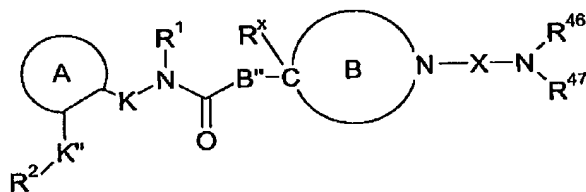
(I)

wherein:

— L₁ is a group of formula (a):



(a)



wherein:

A is phenyl an aryl or a heteroaryl ring;

B'' is -O-;

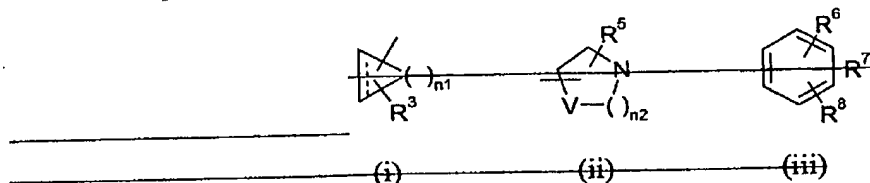
R^x is alkyl, alkenyl, or alkynyl, each optionally substituted with 1 to 5 alkoxy or fluoro substituents alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, acyl, acylamino, aminoacyloxy, aryl, carboxyalkyl, cycloalkyl, substituted cycloalkyl, cycloalkenyl, substituted cycloalkenyl, heteroaryl, heteroaralkyl, alkylsulfonyl, or alkylsulfinyl;

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R^1 is hydrogen or alkyl;

R^2 is phenyl Het, or is selected from [a] the group consisting of formula (i), (ii), and (iii):



wherein:

_____ is an optional double bond;

_____ n_1 is an integer of from 1 to 4;

_____ n_2 is an integer of from 1 to 3;

_____ V is CH , O , $S(O)_{n_3}$ (where n_3 is an integer of from 0 to 2), or NR^4 (wherein R^4 is hydrogen, alkyl, substituted alkyl, aryl, or heteroaryl);

_____ "Het" is a heteroaryl ring which optionally attaches a the group of formula (a) to X ;

_____ R^3 is hydrogen, alkyl, halo, amino, substituted amino, OR^a (where R^a is hydrogen, alkyl, or acyl), or a covalent bond attaching the group of formula (a) to X ;

_____ R^5 is hydrogen, alkyl, halo, amino, substituted amino, OR^b (where R^b is hydrogen or alkyl), aryl, aralkyl, heteroaralkyl, or a covalent bond attaching the group of formula (a) to X ;

_____ R^6 , R^7 , and R^8 are, independently of each other, hydrogen, halo, hydroxyl, alkoxy, haloalkoxy, carboxyl, alkoxycarbonyl, alkyl optionally substituted with one, two or three substituents selected from halo, hydroxyl, carboxyl, alkoxycarbonyl, thioalkoxy, alkylsulfonyl, amino, substituted amino, or a covalent bond attaching the group of formula (a) to X ;

K is a bond or an alkylene group;

K' is a bond, $C(O)$, $S(O)_{n_4}$ (where n_4 is an integer of from 0 to 2), or an alkylene group optionally substituted with a hydroxyl group; and

B is a piperidine ring heterocycloamino or heteroarylamine, which optionally attaches a the group of formula (a) to X ;

provided that at least one of the R^3 , R^5 , R^6 , R^7 , R^8 , "Het", heterocycloamino, or heteroarylamine groups attaches the group of formula (a) to X ;

R^{46} is alkyl, substituted alkyl, cycloalkyl, substituted cycloalkyl, or heterocycle;

R^{47} is alkyl, substituted alkyl, aryl, acyl, heterocycle, or $-COOR^{50}$ where R^{50} is alkyl; or

R^{46} and R^{47} together with the nitrogen atom to which they are attached form a

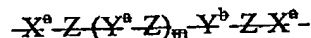
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heterocycle, which heterocycle is optionally substituted with one or more alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, substituted alkynyl, alkoxy, substituted alkoxy, cycloalkyl, substituted cycloalkyl, cycloalkenyl, substituted cycloalkenyl, acyl, acylamino, acyloxy, amino, substituted amino, aminoacyl, aminoacyloxy, oxyaminoacyl, azido, cyano, halo, hydroxyl, keto, thioketo, carboxyl, carboxyalkyl, thioaryloxy, thioheteroaryloxy, thioheterocycloxy, thiol, thioalkoxy, substituted thioalkoxy, aryl, aryloxy, heteroaryl, heteroaryloxy, heterocycle, heterocycloxy, hydroxyamino, alkoxyamino, nitro, -SO-alkyl, -SO-substituted alkyl, -SO-aryl, -SO-heteroaryl, -SO₂-alkyl, -SO₂-substituted alkyl, -SO₂-aryl or -SO₂-heteroaryl;

X is alkylene optionally substituted with one, two, or three hydroxy groups, alkylene wherein one, two, or three carbon atoms have been replaced by an oxygen atom, or an -alkylene-phenylene-alkylene- wherein the phenylene ring is optionally substituted with one or two chloro or fluoro groups;

L₂ is an organic group comprising at least one primary, secondary or tertiary amine; and

X has the formula:



wherein

m is an integer of from 0 to 20;

X^a at each separate occurrence is selected from the group consisting of O, S, NR, C(O), C(O)O, C(O)NR, C(S), C(S)O, C(S)NR or a covalent bond;

Z at each separate occurrence is selected from the group consisting of alkylene, substituted alkylene, cycloalkylene, substituted cycloalkylene, alkenylene, substituted alkenylene, alkynylene, substituted alkynylene, cycloalkenylene, substituted cycloalkenylene, arylene, heteroarylene, heterocyclene, and a covalent bond; and

Y^a and Y^b at each separate occurrence are selected from the group consisting of O, C(O), OC(O), C(O)O, NR, S(O)_n, C(O)NR', NR' C(O), NR' C(O)NR', NR' C(S)NR', C(-NR') NR', NR' C(-NR'), OC(O) NR', NR' C(O) O, P(O)(OR') O, O P(O)(OR'), S(O)_n CR'R'', S(O)_n NR', NR' S(O)_n, S-S, and a covalent bond; where n is 0, 1 or 2; and R, R' and R'' at each separate occurrence are selected from the group consisting of hydrogen, alkyl, substituted alkyl, cycloalkyl, substituted cycloalkyl, alkenyl, substituted alkenyl, cycloalkenyl, substituted cycloalkenyl, alkynyl, substituted alkynyl, aryl, heteroaryl and

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~~heterocycle; provided at least one of X^a, Y^a, Y^b or Z is not a covalent bond;~~
~~or a pharmaceutically acceptable salt; or prodrug thereof.~~

2. Canceled.

3. Canceled.

4. (Currently Amended) The compound of claim 1 ~~or 2~~ wherein R¹ is hydrogen, methyl, or ethyl.

5. Canceled.

6. Canceled.

7. Canceled.

8. Canceled.

9. Canceled.

10. (Currently Amended) The compound of claim 9 1 wherein R^x is (C₁-C₆)alkyl, (C₂-C₆)alkenyl, (C₂-C₆)alkynyl, each optionally substituted with 1 to 3 methoxy, ethoxy or fluoro substituents.

11. (Currently Amended) The compound of claim 9 1 wherein R^x is (C₁-C₆)alkyl optionally substituted with 1 to 3 methoxy, ethoxy, or fluoro substituents.

12. (Original) The compound of claim 1 wherein R^x is methyl, ethyl, propyl, isopropyl, butyl, isobutyl or secbutyl, optionally substituted with methoxy or ethoxy or with 1 to 3 or fluoro substituents.

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13. (Currently Amended) The compound of claim 1 wherein R^x is methyl, ethyl, methoxymethyl, ethoxymethyl, methoxyethyl, ethoxyethyl, fluoromethyl, difluoromethyl, trifluoromethyl, or trifluoromethoxymethyl, ~~formyl, or acetyl.~~
14. (Currently Amended) The compound of claim 1 ~~or 2~~ wherein R^x is methyl, ethyl, methoxymethyl, fluoromethyl, difluoromethyl, or trifluoromethyl.
15. Canceled.
16. Canceled.
17. Canceled.
18. (Currently Amended) The compound of claim ~~16~~ 1 wherein B is piperidin-3-yl or piperidin-4-yl ~~wherein the nitrogen at the 1 position optionally attaches the group of formula (a) to X.~~
19. (Original) The compound of claim 1 wherein B taken together with R^x is 4-methylpiperidine-1,4-diyl.
20. Canceled.
21. (Currently Amended) The compound of claim ~~20~~ 1 wherein: R⁴⁶ is alkyl or substituted alkyl; R⁴⁷ is alkyl, substituted alkyl, or heterocycle; or R⁴⁶ and R⁴⁷ together with the nitrogen atom to which they are attached form a heterocycle.
22. Canceled.
23. Canceled.

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24. Canceled.

25. Canceled.

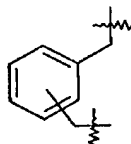
26. Canceled.

27. Canceled.

28. (Currently Amended) The compound of claim 1 or 2 wherein X is an alkylene group having from 3 to 20 carbon atoms; wherein one or more carbon atoms in the alkylene group is optionally replaced with -O-; and wherein the chain is optionally substituted on carbon with one or more hydroxyl groups.

29. (Currently Amended) The compound of claim 1 or 2 wherein X is nonane-1,9-diyl, octane-1,8-diyl, propane-1,3-diyl, 2-hydroxypropane-1,3-diyl, or 5-oxa-nonane-1,9-diyl.

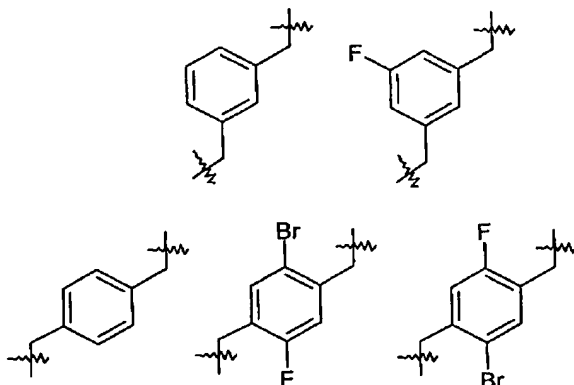
30. (Currently Amended) The compound of claim 1 or 2 wherein X has the following formula:



wherein the phenyl ring is optionally substituted with 1, 2, or 3 fluoro groups.

31. (Currently Amended) The compound of claim 1 or 2 wherein X has one of the following formulas:

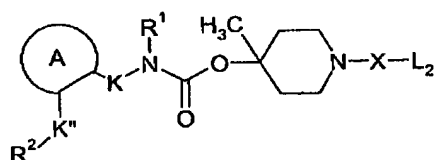
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32. Canceled.

33. Canceled.

34. (Currently Amended) The compound of claim 1 wherein the compound has the formula having Formula (III):



(III)

or a pharmaceutically acceptable salt ~~or prodrug~~ thereof.

35. Canceled.

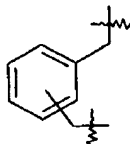
36. (Previously Presented) The compound of claim 34 wherein X is an alkylene group having from 3 to 20 carbon atoms; wherein one or more carbon atoms in the alkylene group is optionally replaced with -O-; and wherein the chain is optionally substituted on carbon with one or more hydroxyl groups.

37. (Original) The compound of claim 34 wherein X is nonane-1,9-diyl, octane-1,8-diyl,

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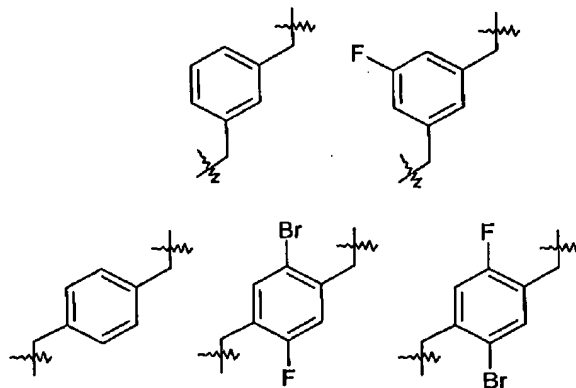
propane-1,3-diyl, 2-hydroxypropane-1,3-diyl, or 5-oxa-nonane-1,9-diyl.

38. (Original) The compound of claim 34 wherein X has the following formula:



wherein the phenyl ring is optionally substituted with 1, 2, or 3 fluoro groups.

39. (Previously Presented) The compound of claim 34 wherein X has one of the following formulas:



40. Canceled.

41. (Currently amended) The compound of claim 20 ~~1~~ wherein ~~L₂ is a group of formula (d)~~ wherein R⁴⁶ is alkyl that is optionally substituted with from 1 to 5 substituents independently selected from the group consisting of alkoxy, substituted alkoxy, cycloalkyl, substituted cycloalkyl, cycloalkenyl, substituted cycloalkenyl, acyl, acylamino, acyloxy, amino, aminoacyl, aminoacyloxy, oxyaminoacyl, cyano, halo, hydroxyl, keto, thioketo, carboxyalkyl, thioaryloxy, thioheteroaryloxy, thioheterocyclooxy, thiol, thioalkoxy, substituted thioalkoxy, heterocycle, heterocycloxy, hydroxyamino, alkoxyamino, and NR^aR^b, wherein R^a and R^b may be the same or different [and] and are chosen from hydrogen, alkyl, substituted alkyl, cycloalkyl, alkenyl,

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cycloalkenyl, alkynyl, and heterocycle.

42. (Currently amended) The compound of claim 20 ~~1~~ wherein ~~L₂ is a group of formula (d)~~ wherein R⁴⁶ is 3-piperidinyl, 4-piperidinyl, or 3-pyrrolidinyl, which R⁴⁶ is optionally substituted with 1 to 3 substituents independently selected from the group consisting of alkoxy, substituted alkoxy, cycloalkyl, substituted cycloalkyl, cycloalkenyl, substituted cycloalkenyl, acyl, acylamino, acyloxy, amino, substituted amino, aminoacyl, aminoacyloxy, oxyaminoacyl, cyano, halo, hydroxyl, keto, thioketo, carboxyalkyl, thioaryloxy, thioheteroaryloxy, thioheterocycloxy, thiol, thioalkoxy, substituted thioalkoxy, heterocycle, heterocycloxy, hydroxyamino, alkoxyamino, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, and substituted alkynyl.

43. (Currently amended) The compound of claim 20 ~~1~~ wherein R⁴⁶ and R⁴⁷ together with the nitrogen atom to which they are attached form a piperidine or pyrrolidine ring which ring is optionally substituted with 1 to 3 substituents independently selected from the group consisting of alkoxy, substituted alkoxy, cycloalkyl, substituted cycloalkyl, cycloalkenyl, substituted cycloalkenyl, acyl, acylamino, acyloxy, amino, substituted amino, aminoacyl, aminoacyloxy, oxyaminoacyl, cyano, halo, hydroxyl, keto, thioketo, carboxyalkyl, thioaryloxy, thioheteroaryloxy, thioheterocycloxy, thiol, thioalkoxy, substituted thioalkoxy, heterocycle, heterocycloxy, hydroxyamino, alkoxyamino, alkyl, substituted alkyl, alkenyl, substituted alkenyl, alkynyl, and substituted alkynyl.

44. (Currently amended) The compound of claim 20 ~~1~~ wherein R⁴⁶ and R⁴⁷ together with the nitrogen atom to which they are attached form a heterocycle that is an aza-crown ether.

45. (Original) The compound of claim 44 wherein the aza-crown ether is 1-aza-12-crown-4, 1-aza-15-crown-5, or 1-aza-18-crown-6.

46. Canceled.

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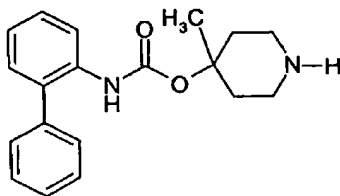
47. (Currently Amended) A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of claim 1 or 2.

48. Canceled.

49. Canceled.

50. Canceled.

51. (Currently Amended) A The compound of claim 50 having formula (V):



(V)

or a salt thereof.

52. Canceled.

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